Motion Picture and Television Fund and Affiliated Entities

Consolidated Financial Statements
December 31, 2013 and 2012

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December 31, 2013 and 2012

Report of Independent Auditors

To the Board of Directors
Motion Picture and Television Fund and Affiliated Entities

We have audited the accompanying consolidated financial statements of Motion Picture and Television Fund and Affiliated Entities ("the Company"), which comprise the consolidated balance sheets as of December 31, 2013 and 2012, and the related consolidated statements of operations and changes in net assets and cash flows for the years then ended.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion.

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An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Motion Picture and Television Fund and Affiliated Entities at December 31, 2013 and 2012, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

We have previously audited the Company's December 31, 2012, financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated May 13, 2013. In our opinion, the summarized information presented herein as of and for the year ended December 31, 2013, is consistent, in all material respects, with the audited financial statements from which it has been derived.

PricewaterhouseCoopers LLP

May 6, 2014

Motion Picture and Television Fund and Affiliated Entities
Consolidated Balance Sheets
December 31, 2013 and 2012

	2013	2012
Assets		
Current assets		
Cash and cash equivalents	$ 4,223,000	$ 2,323,000
Patients accounts receivable, net	8,321,000	9,138,000
Other receivables	2,647,000	2,982,000
Pledges receivable, net	9,504,000	6,226,000
Other current assets	1,711,000	2,089,000
Total current assets	26,406,000	22,758,000
Investments	64,743,000	75,527,000
Land, buildings and equipment, net	47,136,000	45,672,000
Insurance recoveries receivable, net of current portion	4,156,000	4,268,000
Pledges receivable, net of current portion	39,499,000	23,214,000
Assets held under split-interest agreements	977,000	1,054,000
Other assets	701,000	1,577,000
Total assets	$ 183,618,000	$ 174,070,000
Liabilities and Net Assets		
Current liabilities		
Accounts payable	$ 4,491,000	$ 3,055,000
Accrued liabilities	15,458,000	11,766,000
Current portion of long-term debt	910,000	1,300,000
Total current liabilities	20,859,000	16,121,000
Long-term debt, net of current portion	22,375,000	29,310,000
Accrued pension benefits	7,913,000	21,438,000
Insurance claim liability	4,760,000	4,890,000
Other long-term liabilities	5,363,000	6,267,000
Actuarial liability under split-interest agreements	628,000	712,000
Total liabilities	61,898,000	78,738,000
Commitments and contingencies (Note 13)		
Net assets		
Unrestricted	53,802,000	47,192,000
Temporarily restricted	50,677,000	30,960,000
Permanently restricted	17,241,000	17,180,000
Total net assets	121,720,000	95,332,000
Total liabilities and net assets	$ 183,618,000	$ 174,070,000

The accompanying notes are an integral part of these consolidated financial statements.

Motion Picture and Television Fund and Affiliated Entities
Consolidated Statement of Operations and Changes in Net Assets
Year Ended December 31, 2013 (with Summarized Financial Information for the Year Ended December 31, 2012)

	Unrestricted	Temporarily Restricted	Permanently Restricted	2013 Total	2012 Total
Revenues, gains and other support					
Net patient service and resident revenue	$ 64,958,000	$ -	$ -	$ 64,958,000	$ 63,398,000
Other operating revenue	4,056,000	-	-	4,056,000	4,323,000
Contributions	20,676,000	26,712,000	31,000	47,419,000	50,354,000
Investment income	1,897,000	74,000	30,000	2,001,000	4,725,000
Gain on sale of investments	2,710,000	-	-	2,710,000	3,353,000
Net assets released from restrictions used for operations	6,819,000	-	-	6,819,000	5,996,000
Total revenues, gains, and other support	101,116,000	26,786,000	61,000	127,963,000	132,149,000
Expenses					
Salaries, wages and benefits	68,566,000	-	-	68,566,000	67,888,000
Purchased services	16,328,000	-	-	16,328,000	17,429,000
Professional fees	10,656,000	-	-	10,656,000	11,919,000
Supplies	8,332,000	-	-	8,332,000	8,684,000
Depreciation and amortization	5,330,000	-	-	5,330,000	5,240,000
Market adjustment on interest rate swap	(797,000)	-	-	(797,000)	1,026,000
Interest and financing costs	404,000	-	-	404,000	713,000
Other expenses	3,189,000	-	-	3,189,000	3,740,000
Total expenses	112,008,000	-	-	112,008,000	116,639,000
Excess of expenses, gains, and other support over revenues	(10,892,000)	26,786,000	61,000	15,955,000	15,510,000
Other changes in net assets					
Unrealized (loss) gain on investments	(2,286,000)	-	-	(2,286,000)	2,846,000
Minimum pension liability adjustment	14,387,000	-	-	14,387,000	(2,447,000)
(Loss) Gain on redemption of bonds	(251,000)	-	-	(251,000)	204,000
Gain on sale of land and buildings	5,348,000	-	-	5,348,000	-
Net assets released from restrictions	-	(7,123,000)	-	(7,123,000)	(6,286,000)
Net assets released from restrictions used for purchase of property and equipment	304,000	-	-	304,000	290,000
Change in split-interest agreements	-	54,000	-	54,000	47,000
Total other changes in net assets	17,502,000	(7,069,000)	-	10,433,000	(5,346,000)
Total changes in net assets	6,610,000	19,717,000	61,000	26,388,000	10,164,000
Net assets					
Beginning of year	47,192,000	30,960,000	17,180,000	95,332,000	85,168,000
End of year	$ 53,802,000	$ 50,677,000	$ 17,241,000	$ 121,720,000	$ 95,332,000

The accompanying notes are an integral part of these consolidated financial statements.

Motion Picture and Television Fund and Affiliated Entities
Consolidated Statement of Operations and Changes in Net Assets
Year Ended December 31, 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues, gains and other support				
Net patient service and resident revenue	$ 63,398,000	$ -	$ -	$ 63,398,000
Other operating revenue	4,323,000	-	-	4,323,000
Contributions	19,426,000	28,800,000	2,128,000	50,354,000
Investment income	4,605,000	11,000	109,000	4,725,000
Gain on sale of investments	3,353,000	-	-	3,353,000
Net assets released from restrictions used for operations	5,996,000	-	-	5,996,000
Total revenues, gains, and other support	101,101,000	28,811,000	2,237,000	132,149,000
Expenses				
Salaries, wages and benefits	67,888,000	-	-	67,888,000
Purchased services	17,429,000	-	-	17,429,000
Professional fees	11,919,000	-	-	11,919,000
Supplies	8,684,000	-	-	8,684,000
Depreciation and amortization	5,240,000	-	-	5,240,000
Market adjustment on interest rate swap	1,026,000	-	-	1,026,000
Interest and financing costs	713,000	-	-	713,000
Other expenses	3,740,000	-	-	3,740,000
Total expenses	116,639,000	-	-	116,639,000
Excess of expenses, gains, and other support over revenues	(15,538,000)	28,811,000	2,237,000	15,510,000
Other changes in net assets				
Unrealized gain on investments	2,846,000	-	-	2,846,000
Minimum pension liability adjustment	(2,447,000)	-	-	(2,447,000)
Gain on redemption of bonds	204,000	-	-	204,000
Net assets released from restrictions	-	(6,286,000)	-	(6,286,000)
Net assets released from restrictions used for purchase of property and equipment	290,000	-	-	290,000
Change in split-interest agreements	-	47,000	-	47,000
Total other changes in net assets	893,000	(6,239,000)	-	(5,346,000)
Total changes in net assets	(14,645,000)	22,572,000	2,237,000	10,164,000
Net assets				
Beginning of year	61,837,000	8,388,000	14,943,000	85,168,000
End of year	$ 47,192,000	$ 30,960,000	$ 17,180,000	$ 95,332,000

The accompanying notes are an integral part of these consolidated financial statements.

Motion Picture and Television Fund and Affiliated Entities
Consolidated Statements of Cash Flows
Years Ended December 31, 2013 and 2012

	2013	2012
Cash flows from operating activities		
Changes in net assets	$ 26,388,000	$ 10,164,000
Adjustments to reconcile changes in net assets to net cash (used in) provided by operating activities		
Unrealized losses (gains) on investments	2,286,000	(2,846,000)
Gain on sale of investments	(2,710,000)	(3,353,000)
Other than temporary impairment loss	-	-
(Gain) loss on disposal of land, buildings and equipment	(5,348,000)	40,000
Minimum pension liability adjustment	(14,387,000)	2,447,000
Depreciation and amortization, including bond issuance costs	5,359,000	5,353,000
Loss (gain) on redemption of bonds	251,000	(204,000)
Receipt of contributed securities	(1,030,000)	-
Contributions restricted for buildings and equipment	(1,174,000)	(906,000)
Changes in annuity and trust liabilities	57,000	27,000
Contributions restricted for long-term investment	(31,000)	(2,128,000)
Changes in assets and liabilities		
Patient accounts receivable, net	817,000	(2,658,000)
Other receivables	348,000	(1,238,000)
Insurance recoveries receivable	99,000	419,000
Pledges receivable	(19,020,000)	(22,002,000)
Other current assets and other assets	(49,000)	38,000
Accounts payable and accrued liabilities	2,078,000	3,015,000
Accrued pension benefits	862,000	(2,035,000)
Insurance claim liability	(143,000)	(601,000)
Cash used in operating activities	(5,347,000)	(16,468,000)
Cash flows from investing activities		
Purchases of buildings and equipment	(5,054,000)	(3,301,000)
Sale of land, buildings and equipment	5,767,000	-
Purchases of investments	(39,554,000)	(59,199,000)
Sales of investments	52,467,000	101,357,000
Cash provided by investing activities	13,626,000	38,857,000
Cash flows from financing activities		
Payment on long-term debt	(6,900,000)	(24,469,000)
Cash payments made under split-interest agreements	(141,000)	(61,000)
Proceeds from contributions for		
Buildings and equipment	589,000	188,000
Long-term investment	73,000	2,227,000
Cash used in financing activities	(6,379,000)	(22,115,000)
Net increase in cash and cash equivalents	1,900,000	274,000
Cash and cash equivalents		
Beginning of year	2,323,000	2,049,000
End of year	$ 4,223,000	$ 2,323,000
Supplemental disclosures of cash flow information		
Contributed securities	$ 1,030,000	$ -
Interest paid	311,000	523,000
Accrued purchases of buildings and equipment	954,000	166,000
Capital leases	1,371,000	30,000

The accompanying notes are an integral part of these consolidated financial statements.

1. Organization

The Motion Picture and Television Fund (the "Company"), a California nonprofit public benefit corporation founded in 1921, is an integrated health and human service organization providing inpatient and outpatient medical care, retirement community accommodations, temporary financial assistance, social services, child care, various wellness and education programs to eligible members including retirees of the entertainment industry (the "Industry") and their families within Southern California. The Company's operations include a 256-bed multi-level care hospital, seven medical outpatient centers, a 186 unit retirement community providing independent and assisted living, and a free-standing child care facility.

The Company is the sole member of Before and After Productions LLC ("BAP LLC") and The Industry Health Network LLC ("TIHN LLC"). BAP LLC is a limited liability company established for the primary purpose of organizing, producing and promoting fundraising activities. TIHN LLC was established for the purpose of contracting with physicians, hospitals, employers and insurance carriers for the provision of comprehensive health services.

The Motion Picture & Television Fund Medical Group, Inc. (the "Medical Group"), a California Professional Medical Corporation is licensed, and conducts and performs professional medical services in accordance with the statutory requirements governing professional medical corporations set forth in the California Business & Professions Code and the California Corporations Code. The Company controls the Medical Group by virtue of restrictions on the sale and transfer of the stock as set forth in a shareholder agreement.

The Motion Picture and Television Fund and its affiliated entities are consolidated for financial statement presentation. All intercompany balances and transactions have been eliminated in the consolidated financial statements.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and in accordance with the Audit and Accounting Guide, "Health Care Organizations," (the "Audit Guide") issued by the American Institute of Certified Public Accountants. Net assets of the Company and changes therein have been classified and are reported as follows:

- *Unrestricted net assets* – Unrestricted net assets represent those resources of the Company that are not subject to donor-imposed stipulations. The only limits on unrestricted net assets are broad limits resulting from the nature of the Company and the purposes specified in its articles of incorporation or bylaws and, perhaps, limits resulting from contractual agreements.

- *Temporarily restricted net assets* – Temporarily restricted net assets represent contributions, which are subject to donor-imposed restrictions that can be fulfilled by actions of the Company pursuant to those stipulations or by the passage of time. In addition, investment income on certain donor-restricted endowment funds are classified as temporarily restricted until authorized for spending.

- *Permanently restricted net assets* – Permanently restricted net assets represent contributions that are subject to donor-imposed restrictions that must be maintained permanently by the Company. Generally, the donors of these assets permit the Company to use all or part of the investment return on these assets for the specified purpose.

Expenses are generally reported as decreases in unrestricted net assets. Expirations of donor-imposed restrictions that simultaneously increase one class of net assets and decrease another are reported as reclassifications between the applicable classes of net assets. A restriction expires when the stipulated time period has elapsed, when the stipulated purpose for which the resource was restricted has been fulfilled, or both. Temporarily restricted contributions received and expended in the same fiscal year are recorded as unrestricted revenues. Investment income on temporarily or permanently restricted assets that is expended for its intended purpose in the same period it is earned is recorded as unrestricted.

Cash and Cash Equivalents
Cash and cash equivalents include cash on hand, and cash in checking and savings accounts. Marketable securities purchased with original maturities of three months or less are considered to be cash equivalents.

Inventories
Inventories of drugs and supplies, totaling approximately $796,000 and $872,000 at December 31, 2013 and 2012, respectively, are included in other current assets in the consolidated balance sheets and are stated at the lower of cost or market. Cost is determined using the first-in, first-out method.

Assets Held for Debt Service
Assets held for debt service include money market funds held by a major financial institution under the provisions of the Company's Series 2006 revenue bond agreement. These assets are limited to use in accordance with bond indenture requirements and total $0 and $425,000 at December 31, 2013 and 2012, respectively. These investments are included in other current assets on the consolidated balance sheets.

Investments
Investments consist of money market funds, mutual funds (including fixed income and equity funds), U.S. government notes, municipal bonds, and other holdings, comprised of nonpublicly traded investments (alternative investments). Marketable securities and alternative investments are valued in accordance with the authoritative guidance for *Fair Value Measurements*. The authoritative guidance defines a hierarchy which prioritizes the inputs in fair value measurements. Investment earnings (including realized gains and losses on investments, interest, dividends and other than temporary impairments) are included in operating revenue unless the income or loss is restricted by donor or law. Unrealized gains and losses on investments are excluded from the excess or (deficit) of expenses, gains, and other support over revenues. The Company records its investment income, realized and unrealized gains and losses on investments of donor restricted funds as additions to or deductions from the appropriate net asset category based on the donor's restriction.

Land, Buildings and Equipment
Land, buildings and equipment are stated at cost except for donated assets, which are recorded at fair market value at the date of donation. Depreciation is calculated on the straight-line basis over the asset's estimated useful lives, which range from 3 to 40 years and are assigned based on the Estimated Useful Lives of Depreciable Hospital Assets guide published by the American Hospital Association. In addition, the Company records a liability for the fair value of any conditional asset retirement obligation, if determinable.

Significant replacements and improvements are capitalized, while maintenance and repairs, which do not improve or extend the life of the respective assets, are charged to expense as incurred. Upon sale or disposal of land, buildings and equipment, the cost and accumulated depreciation are removed from the respective accounts, and any gain or loss is included in the consolidated statements of operations.

Pledges Receivable
Unconditional promises to give ("pledges") are recorded as receivables and contribution revenue and require the Company to distinguish between contributions received for each net asset category in accordance with donor-imposed restrictions. Multi-year pledges are recorded at fair value on the date of donation. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risks involved and applicable to the years in which the pledges are received, and recorded in their respective net asset category. Amortization of the discount is calculated using the effective interest method and included in contribution revenue in the consolidated statements of operations. Conditional promises to give are not included as support until the conditions have been substantially met.

Split-Interest Agreements
The Company uses the actuarial method of recording split-interest agreements, which include charitable gift annuities, charitable remainder unitrust and pooled income funds. Under this method, when a gift is received, the present value of the aggregate annuity payable is recorded as a liability, based upon life expectancy tables and appropriate discount rates. The remainder is recorded as a contribution in the appropriate net asset category. Investment income and some gains are credited, and annuity payments and investment losses are charged to the liability accounts, with periodic adjustments made between the liability and the net assets to record actuarial gains or losses.

The actuarial liability is based on the present value of future payments discounted at rates ranging from 5% to 10.6% over estimated time periods derived from the IRS actuarial tables on life expectancy. The assets held under split-interest agreements are stated at fair market value and are invested in publicly traded securities.

Debt Issuance Costs
The costs incurred in the issuance of long-term debt, including legal fees, bank fees, and accounting and consulting costs, have been capitalized and are being amortized on the straight-line basis over the term of the related long-term debt. The straight-line method approximates the effective interest method. These costs, totaling $296,000 and $576,000 at December 31, 2013 and 2012, respectively, are included in other assets in the consolidated balance sheets. In October 2012, the Company purchased and surrendered for cancellation $24,425,000 principal amount of its Series 2006 Insured Revenue Bonds (the "2006 Bonds"), thus reducing the outstanding principal amount of 2006 Bonds to $6,450,000. Debt issuance costs of $1,014,000 were written off in that transaction resulting in a gain of $204,000. In June 2013, the remaining

principal outstanding on the 2006 Bonds of $6,025,000 was redeemed at par resulting in debt issuance costs of $251,000 being written off.

Interest Rate Swap Agreement

In 2006, the Company entered into an interest rate swap agreement, also known as a risk management or derivative instrument, to reduce the effect of interest rate fluctuation on its variable rate 2006 Bonds. The swap was amended and restated in October 2012, with its scheduled notional amount to be reduced according to the original mandatory sinking account schedule for the 2006 Bonds, regardless of any subsequent redemption or reduction of the 2006 Bonds. The swap is recognized on the consolidated balance sheet at its fair value and changes in the fair value and net cash payments or receipts are recorded in the Consolidated Statements of Operations and Changes in Net Assets.

Excess of Expenses, Gains, and Other Support over Revenues

The consolidated statements of operations include the caption excess of expenses, gains, and other support over revenues ("operating indicator"). Consistent with industry practice, changes in unrestricted net assets which are excluded from the operating indicator include unrealized gains and losses on investments other than trading securities, contributions of long-lived assets (including assets acquired using contributions which by donor restriction were to be used for the purpose of acquiring such assets), changes in split-interest agreements, and minimum pension liability adjustments. As such, the Company’s operating indicator was ($10,892,000) and ($15,538,000) for the years ended December 31, 2013 and 2012, respectively.

Net Patient Service and Resident Revenue

Net patient service and resident revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and are adjusted in future periods as final settlements are determined.

Other Operating Revenue

The Company has various agreements with Industry health plans for network management services consisting of referral management, physician contracting and utilization management. In addition, wellness related services are provided. Under these agreements, monthly payments are received and are recorded as other operating revenue.

The American Recovery and Reinvestment Act of 2009

The American Recovery and Reinvestment Act of 2009 (ARRA) increased domestic spending on education, infrastructure and health care, including up to $31 billion in new spending on health information technology, most of which is for incentive payments to physicians and hospitals through the Medicare programs. On July 13, 2010, CMS issued two final rules related to the adoption and dissemination of electronic health records (EHRs). One of the rules defines the “meaningful use” requirements that hospitals and other providers must meet to qualify for federal incentive payments for adopting certified EHRs under ARRA, and the other final rule describes the technical capabilities required for certified EHR technology.

If the Company is able to achieve full compliance by all of its eligible physicians, it could receive approximately $1.2 million of Medicare EHR incentive payments between 2013 and 2018. The Medicare incentive payments are made over a four-year, front-weighted period. Physicians that fail to become meaningful users of EHRs (and fail to submit quality data) by 2015 will be subject to penalties in the form of a reduction in Medicare payments.

During the year ended December 31, 2013, the Company recognized approximately $400,000 of EHR incentives related to both first and second year physician related Medicare EHR incentive program activities. However, because of the complexity of the changes required to be fully compliant, as well as uncertainties regarding future EHR implementation regulations, the Company cannot provide any assurances regarding full achievement of the aforementioned combined estimated incentive payments.

Bequests and Trusts
Amounts to be received from bequests and trusts are recorded at the time the Company becomes entitled to the assets and the amounts to be received are assured and reasonably determined. Amounts to be received are recorded as other receivables on the consolidated balance sheets.

At December 31, 2013, the Company has been named as a beneficiary in certain bequests and trusts, which have not been recorded as they do not meet all the criteria for income recognition.

Charity Care and Community Benefit
The Company provides charity care for certain nonelective healthcare services to qualifying individuals who complete an application which is based on Federal Poverty Guidelines. Community services are expenditures associated with providing benefits for those in need, and unpaid costs of public programs and benefits to the broader community. Community services include retirement housing and assisted living services, as well as, various social service and community welfare programs and direct emergency financial assistance to eligible Industry employees, retirees and members of their immediate family.

Commercial Malpractice Liability
The Company has a claims-made policy for all commercial malpractice liability coverage, with nominal deductibles that was acquired on January 1, 2003. Liabilities for the Company's retained risk related to the commercial malpractice liability coverage are determined by an actuary. The amounts in other current assets and accrued liabilities representing the current portion of the commercial malpractice liability are $497,000 and $510,000 for December 31, 2013 and 2012, respectively. The amounts representing the long term components of the commercial malpractice are $4,156,000 and $4,268,000 in insurance recoveries receivable and $4,760,000 and $4,890,000 in insurance claims liability for December 31, 2013 and 2012, respectively, approximating a net liability of $604,000 and $622,000, respectively.

Workers’ Compensation Insurance
The Company has a workers' compensation insurance policy for its employees with a $250,000 per occurrence deductible and $3,000,000 annual aggregate. This policy was purchased in November 2012. During the period of November 2006 through November 2012 the Company maintained a workers compensation policy with a zero deductible. Between November 1999 and November 2006, the Company had a workers' compensation insurance policy with a deductible of $350,000 per claim, and an annual aggregate of $6,200,000. Liabilities for the Company's retained risk related to the coverage are determined by an actuary and are included in accrued liabilities and other long-term liabilities in the consolidated financial statements depending on the estimated payment period. At December 31, 2013 and 2012, the estimated workers' compensation insurance liability was approximately $2,634,000 and $1,552,000, respectively.

The Company has deposited $61,000 and $359,000 in U.S. government treasury notes for the retained risk associated with workers' compensation insurance liability for the years ended December 31, 2013 and 2012, respectively. In addition, the Company has $1,699,000 and $505,000 in deposits for the benefit of the workers' compensation insurance carrier at December 31, 2013 and 2012, respectively. All deposited amounts are included in investments in the consolidated balance sheets.

Income Taxes

The Company is a nonprofit organization determined by the Internal Revenue Service and the California Franchise Tax Board to be exempt from federal and state income taxes, except to the extent of any unrelated business income. Certain of the affiliated entities included in the consolidated financial statements are subject to federal and state income taxes.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to credit risk, consist principally of temporary cash investments, receivables and investments in marketable equity and other securities.

The Company invests its excess cash in deposits with major financial institutions. The Company has not experienced any losses on its temporary cash investments.

The Company receives payment for services rendered to patients from the federal and state governments under the Medicare and Medi-Cal programs, privately sponsored industry health plans for which payment is made based on terms defined under formal contracts and other payors. The following table summarizes the percentages of gross patient accounts receivable from all payors:

	2013	2012
Government	18 %	24 %
Industry health plans	61	59
Others	21	17
	100 %	100 %

The Company believes there are no significant credit risks associated with patient receivables from government programs. Patient receivables from industry health plans and others are from various payors who are subject to differing economic conditions, and do not represent any concentrated risks to the Company. The Company continually monitors and adjusts the reserves associated with patient receivables. The Company estimates bad debt expense and the allowance for doubtful accounts based on historical collection experience.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value

The authoritative guidance for Fair Value Measurement prioritizes the assumptions that market participants would use in pricing the asset or liability, or the inputs, into three broad levels or the fair value hierarchy. This fair value hierarchy gives the highest priority, or Level 1, to quoted prices in active markets for identical assets or liabilities and the lowest priority, or Level 3, to assumptions that are unobservable. Observable inputs that do not meet the criteria of Level 1, and include quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets and liabilities in markets that are not active, are categorized as Level 2. Level 3 inputs are those that reflect the Company's assumptions about the inputs market participants would use in pricing the asset or liability, based on the best information available in the circumstances.

Assets and liabilities measured at fair value are based on one or more of the following three valuation techniques:

- *Market approach* – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities;

- *Cost approach* – Amount that would be required to replace the service capacity of an asset (i.e., replacement cost); and

- *Income approach* – Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing models and lattice models).

Valuation techniques for assets and liabilities measured using Level 3 inputs may include methodologies such as the market approach, the income approach or the cost approach, and may use unobservable inputs such as projections, estimates and management's interpretation of current market data. These unobservable inputs are only utilized to the extent that observable inputs are not available, or for which it is not cost effective for us to obtain.

The Company uses the Net Asset Value per Share ("NAV") to determine the fair value of all the underlying investments which (a) do not have a readily determinable fair value and (b) either have the attributes of an investment company or prepare their financial statements consistent with the measurement principles of an investment company.

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value on a recurring basis:

- *Money Market Funds:* Valued at the closing price reported on the active market on which the individual securities are traded at the measurement date.

- *Mutual Funds:* Mutual Funds classified as Level 1 under the fair value hierarchy are valued using the unadjusted quoted prices in active markets that are available at the measurement date, while mutual funds classified as Level 2 consists of a fund which is not directly traded on the market; however, all underlying holdings are actively traded public equities with quoted market prices. The fair value of the fund has been determined using the NAV of the investment. The investment is open ended and there are no unfunded commitments. The Company may withdraw all or any part of its interests without an advanced written notice. The composition of the Company's investments in mutual funds at December 31, 2013 was approximately 97% fixed income and 3% equity securities. Investments in mutual funds consist primarily of large capitalization securities, and are diversified among several industries, issuers and growth, value, indexed, bond and international funds.

- *Domestic equity securities and US government notes:* Valued at the closing price reported on the active market on which the individual securities are traded at the measurement date.

- *Fund of funds:* Both of the investments held in the fund of funds have been estimated using the NAV of the investments. The investments are open ended and there are no unfunded commitments. The fair value of the investment in Level 2 consists of a fund which is not directly traded on the market; however, substantially all of the underlying holdings are actively traded public entities with quoted prices. The Company may withdraw all or any part of its interests with written notice provided on a trading day. The Level 3 investment objective of the fund is capital appreciation with a target performance of the Citigroup Three-Month Treasury Bill plus 8% with a standard deviation of 5%. The Company may withdraw all or any part of its interests upon fourteen days advanced written notice to the administrator as of the first day of any fiscal period, or at such other time.

- *Interest rate swap obligation:* Valued at the net present value of future cash flows based on quotes from pricing sources and market data.

For accounts payable and accrued liabilities, the net carrying value of these items approximates their fair value at year end.

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement* (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS (ASU 2011-04). The new guidance amends U.S. GAAP and results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRS). The new guidance was effective for the Corporation on July 1, 2012. The adoption of this standard did not have a material impact on the accompanying consolidated financial statements.

3. Investments

The following is a summary of investments at fair value at December 31:

	2013	2012
Money market funds	$ 3,842,000	$ 5,533,000
Mutual funds	48,907,000	57,404,000
Equities	1,721,000	1,341,000
U.S. government notes/municipal bonds	61,000	564,000
Fund of funds	10,212,000	10,685,000
Total investments	$ 64,743,000	$ 75,527,000

The following tables show the gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2013 and 2012, respectively:

	2013					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Money market funds	$ -	$ -	$ -	$ -	$ -	$ -
Mutual funds	9,788,000	(401,000)	7,770,000	(490,000)	17,558,000	(891,000)
Equities	-	-	-	-	-	-
U.S. government notes	-	-	-	-	-	-
Fund of funds	-	-	-	-	-	-
Total investments	$ 9,788,000	$ (401,000)	$ 7,770,000	$ (490,000)	$ 17,558,000	$ (891,000)

	2012					
	Less Than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Money market funds	$ -	$ -	$ -	$ -	$ -	$ -
Mutual funds	-	-	8,091,000	(169,000)	8,091,000	(169,000)
Equities	-	-	-	-	-	-
U.S. government notes	143,000	(2,000)	359,000	(15,000)	502,000	(17,000)
Fund of funds	-	-	-	-	-	-
Total investments	$ 143,000	$ (2,000)	$ 8,450,000	$ (184,000)	$ 8,593,000	$ (186,000)

The Company reviews its investment portfolio to identify and evaluate investments that have indications of possible impairment. Factors considered in determining whether a loss is temporary include the length of time and extent to which fair value has been less than the cost basis, the financial condition and near-term prospects of the issuer, credit quality and the Company's ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value General market conditions have caused the declines in fair value over the past two years.

Investment income and net realized gains and losses on investments consist of the following for the years ended December 31:

	2013	2012
Investment income	$ 2,001,000	$ 4,725,000
Gain on sale of investments	2,710,000	3,353,000
Other than temporary impairment loss	-	-
	$ 4,711,000	$ 8,078,000

Management fees paid were $162,000 and $205,000 for the years ended December 31, 2013 and 2012, respectively.

4. Government Reimbursement Programs

The Company has contractual agreements with government sponsored programs (Medicare and Medi-Cal). Some revenues received under these reimbursement agreements are subject to retroactive adjustment based upon cost reports prepared by the Company and subsequent audits by fiscal intermediaries for these programs.

Acute in-patient services are reimbursed by Medicare under the prospective payment system, which provides for payment at predetermined amounts based on the discharge diagnosis. Medicare reimburses for covered outpatient services rendered to its beneficiaries by way of an outpatient prospective payment system based on ambulatory payment classifications. The difference between customary charges and actual third party payments is accounted for as a contractual allowance, which is a deduction from patient service and resident revenue.

Long-term care services are reimbursed by Medi-Cal on a per-diem basis. The Company is licensed as a Distinct-Part Long-Term Care Facility for provision of these services.

Medicare cost reports have been finalized through December 31, 2011. Medi-Cal cost reports have been finalized through December 31, 2011. Reserves, where applicable, have been provided for all years subject to adjustment. Laws and regulations governing the Medicare and Medi-Cal programs are extremely complex and subject to interpretation. As a result, there is a risk that recorded estimates will change in the near term. In the opinion of management, subsequent settlement adjustments, if any, would not have a materially adverse effect on the Company's financial position.

Total revenue from Medicare programs approximated 16% and 13% of net patient service revenue in 2013 and 2012. In addition, the Company received approximately 9% and 9% of net patient service and resident revenue from the Medi-Cal skilled nursing facility program in 2013 and 2012.

In March 2011, the Governor of California signed into law a bill that authorized a significant reduction in Medi-Cal payment rates for distinct-part skilled nursing services (DP SNF's) effective June 1, 2011.

In 2013, legislation was passed eliminating the rate reduction for DP SNF's effective October 1, 2013 on a prospective basis. At present, DP SNF's remain subject to the retroactive application of the rate reductions for the sixteen month period from June 1, 2011 to September 30, 2013. Accordingly, the Company has recorded a reserve against revenues for the rate reductions totaling $4,215,000 at December 31, 2013 ($800,000 in 2011; $2,000,000 in 2012 and $1,415,000 in 2013) to provide for the repayment of these amounts covering the sixteen month period. To date, no payment of these amounts has been made to the State. The California Hospital Association continues to advocate for the elimination of the repayment of the retroactive rate reductions.

5. Pledges Receivable

Unconditional promises to give are included in the consolidated financial statements as pledges receivable and contribution revenue in the appropriate net asset category. Pledges are recorded at the discounted net present value of the future cash flows, using discount rates ranging from 1.4% to 9.8% at December 31, 2013 and December 31, 2012, respectively.

Unconditional promises to give are expected to be realized in the following periods:

	2013	2012
In one year or less	$ 9,858,000	$ 6,520,000
Between one year and five years	27,253,000	15,889,000
More than five years	37,040,000	26,648,000
Total pledges receivable, gross	74,151,000	49,057,000
Less: Discount for pledges receivable	(24,794,000)	(19,322,000)
Less: Allowance for doubtful accounts	(354,000)	(295,000)
Total pledges receivable, net	49,003,000	29,440,000
Less: Current portion	(9,504,000)	(6,226,000)
Pledges receivable, net of current portion	$ 39,499,000	$ 23,214,000

Pledges receivable at December 31 have the following restrictions:

	2013	2012
Program expenses	$ 65,275,000	$ 40,353,000
Building construction	3,715,000	3,225,000
Permanent endowment - patient and resident support	300,000	360,000
Time restricted/general benefit	4,861,000	5,119,000
Total pledges receivable, gross	$ 74,151,000	$ 49,057,000

The Company has received several irrevocable life contingent estate pledges totaling $50,000,000 and $60,000,000 for the years ended December 31, 2013 and 2012, respectively. Since 2011, a total of $140,000,000 in estate pledges has been received. Based on the uncertainty regarding the timing and ultimate payment amounts that the Company might receive in connection with these pledges, the estimated present value did not meet the recognition requirements as set forth in the authoritative guidance.

6. Land, Buildings and Equipment

A summary of land, buildings and equipment at December 31 follows:

	2013	2012
Land and improvements	$ 14,195,000	$ 14,364,000
Buildings and improvements	80,497,000	82,990,000
Furniture and equipment	50,274,000	49,475,000
Construction-in-progress	4,858,000	1,339,000
	149,824,000	148,168,000
Less: Accumulated depreciation	(102,688,000)	(102,496,000)
Land, buildings and equipment	$ 47,136,000	$ 45,672,000

Total depreciation expense was $5,330,000 and $5,240,000 and depreciation expense for equipment under capital leases was $211,000 and $102,000 for the years ended December 31, 2013 and 2012, respectively. Included in land, buildings and equipment are capital lease assets of $2,799,000 and $1,502,000 and associated accumulated amortization costs of $1,433,000 and $1,223,000 for the years ended December 31, 2013 and 2012, respectively. Fixed assets with a cost basis of $5,557,000 and a net book value of $419,000 were written off during 2013.

7. Long-Term Debt

A summary of long-term debt at December 31 follows:

	2013	2012
Series 2001A Revenue Bonds	$ 23,285,000	$ 24,160,000
Series 2006 Revenue Bonds	-	6,450,000
Total long-term debt	23,285,000	30,610,000
Less: Current portion of long-term debt	(910,000)	(1,300,000)
Long-term debt, net of current portion	$ 22,375,000	$ 29,310,000

In February 2006, the California Statewide Communities Development Authority ("CSCDA") issued, on behalf of the Company, its 2006 Bonds in the aggregate principal amount of $41,325,000 for the purpose of repaying the outstanding Series 1994 CSCDA Certificates of Participation, and paying certain costs of issuance relating to the 2006 Bonds. Payment of principal and interest on the 2006 Bonds is collateralized primarily by an Ambac Assurance Corporation insurance policy, and secondarily by a pledge of the Company's gross revenues.

Interest on the 2006 Bonds is variable and is set by way of a weekly auction. For some time the auction rate securities market has not functioned effectively, and the failed auctions have resulted in the weekly interest rate payable on the 2006 Bonds being set by formula: 275% of 1-month LIBOR. Mandatory principal payments on the outstanding 2006 Bonds of $425,000 on both January 1, 2013 and 2012 were made.

On June 26, 2013, the Company redeemed the balance of the 2006 Bonds in the amount of $6,025,000.

The Company uses an interest rate swap, with a notional value of $28,900,000 at December 31, 2013, to manage the interest rate exposure. The swap agreement was amended and restated in October 2012, with its scheduled notional amount to be reduced according to the original mandatory sinking account schedule for the 2006 Bonds. Under the terms of the amended and restated swap agreement, which expires January 1, 2024, the Company pays the counter-party at a fixed interest rate of 3.533% and receives a variable rate, indexed at 67% of the one-month LIBOR (0.17019% at December 31, 2013), on the principal amount of the bonds.

The interest rate swap agreement is recognized on the consolidated balance sheets at its estimated fair market value. The estimated fair value of the interest rate swap is recorded as a liability of $3,119,000 and $4,900,000 for the years ended December 31, 2013 and 2012, respectively, and is included in other long-term liabilities.

The interest rate swap has not been designated as a hedge under *Accounting for Derivative Instruments and Hedging Activities* and as such the change in fair value is recorded as an increase of $1,781,000 and a decrease of $1,000 in the consolidated statement of operations and changes in net assets for the years ended December 31, 2013 and 2012, respectively. In addition, cash payments and receipts resulted in net cash disbursements of $984,000 and $1,025,000 for the years ended December 31, 2013 and 2012, respectively.

In March 2001, CSCDA issued, on behalf of the Company, its Series 2001A Variable Rate Revenue Bonds in the aggregate principal amount of $25,000,000 (the "2001 Bonds") for the purpose of financing the cost of acquiring, constructing, improving and equipping certain of the Company's healthcare, assisted living and retirement facilities, and paying certain costs of issuance of the 2001 Bonds.

The 2001 Bonds bear interest at a variable rate (0.07% as of December 31, 2013), that is reset weekly and payable monthly in arrears. A required annual principal payment in the amount of $875,000 was made on March 1, 2013, and annual principal payments are required each subsequent March 1, in amounts increasing from $910,000 to $1,770,000, with the final payment due on March 1, 2031. The 2001 Bonds may be redeemed early at the option of the Company upon payment of the principal amount of the 2001 Bonds called for redemption plus accrued interest.

Payment of the 2001 Bonds is collateralized primarily by an irrevocable direct pay letter of credit in the amount of $23,553,000 (the "Current LOC"), and secondarily by a pledge of the Company's gross revenues. There are monthly draws against the Current LOC when principal and interest payments are made. The draws from the Current LOC are repaid from the Company's funds on deposit at U.S. Bank. The Current LOC expires on May 13, 2015.

The Company's outstanding long-term debt is subject to certain restrictive covenants requiring provision of certain quarterly and annual financial information, both unaudited and audited, and compliance with liquidity and debt service coverage requirements. The carrying value of the Company's bonds approximates fair value due to the variable nature of the interest rates.

The amounts due on long-term debt at December 31, 2013 are as follows:

Year Ending December 31,	
2014	$ 910,000
2015	945,000
2016	980,000
2017	1,020,000
2018	1,060,000
Thereafter	18,370,000
Total long-term debt	$ 23,285,000

8. Net Assets

Temporarily restricted net assets are available for the following purposes at December 31:

	2013	2012
Emergency financial assistance	$ 222,000	$ 331,000
Buildings and equipment	2,463,000	1,608,000
Operating purposes	1,134,000	1,370,000
Patient and resident support	800,000	891,000
Other program support	46,058,000	26,760,000
Total temporarily restricted net assets	$ 50,677,000	$ 30,960,000

Permanently restricted net assets must be invested to generate income to support the following purposes at December 31:

	2013	2012
Patient and resident support	$ 8,016,000	$ 7,984,000
Grounds maintenance	4,350,000	4,320,000
Operating purposes	4,875,000	4,876,000
Total permanently restricted net assets	$ 17,241,000	$ 17,180,000

Net assets released from purpose or time restrictions by incurring expenses satisfying the restricted purpose comprise the following at December 31:

	2013	2012
Buildings and equipment	$ 304,000	$ 290,000
Emergency financial assistance	71,000	67,000
Operating purposes	6,748,000	5,929,000
Total releases from restriction	$ 7,123,000	$ 6,286,000

9. Program Expenses

Expenses incurred comprise the following program services for the years ended December 31:

	2013	2012
Patient and resident services	$ 91,130,000	$ 94,024,000
Managed care programs	1,001,000	1,073,000
Administrative services	7,149,000	6,562,000
Fiscal services	5,153,000	4,839,000
Fundraising	5,588,000	7,567,000
Other	1,987,000	2,574,000
Total program expenses	$ 112,008,000	$ 116,639,000

The consolidated statements of operations for the years ended December 31, 2013 and 2012 include expenses described as purchased services and professional fees totaling $26,984,000 and $29,348,000, respectively. These expenses consist primarily of medical fees (physician, physical therapy and transcription fees and nursing registry) amounting to 37% and 38% of the total, respectively, contracted services (information systems support, food, housekeeping, laundry and security services) amounting to 22% and 18% of the total, respectively, fundraising and insurance costs.

10. Pension Plan

The Company sponsors a defined benefit pension plan (the "Plan"), which is available to full-time employees who meet certain eligibility requirements. Benefits are based on service with the Company and the highest five year's worth of earnings. Participants may voluntarily contribute to the Plan to earn additional benefits. The Company's policy is to fund pension costs at a level at least as great as the required minimum contribution under Employee Retirement Income Security Act ("ERISA"). As of February 28, 2014, the Plan was frozen for all represented employees. As a result a curtailment gain was recorded as noted in the table below. With this action, the entire plan is frozen for all employees as the non-represented employee's portion has been frozen since July 1, 2011.

The following table sets forth the Plan's funded status and amounts recognized, using a measurement date of December 31, in the Company's consolidated financial statements at December 31:

	2013	2012
Change in benefit obligation		
Projected benefit obligation at beginning of year	$ 70,596,000	$ 62,593,000
Service cost	1,874,000	1,665,000
Interest cost	2,651,000	2,658,000
Participant contributions	245,000	253,000
Curtailment gain	(2,898,000)	-
Benefits paid	(1,461,000)	(1,451,000)
Actuarial (gain) loss	(8,399,000)	4,878,000
Projected benefit obligation at end of year	62,608,000	70,596,000
Change in plan assets		
Fair value of plan assets at beginning of year	49,969,000	42,438,000
Actual return on plan assets	4,737,000	5,729,000
Employer contributions	1,879,000	3,000,000
Participant contributions	245,000	253,000
Benefits paid	(1,461,000)	(1,451,000)
Fair value of plan assets at end of year	55,369,000	49,969,000
Net amount recognized (funded status) at year-end	$ (7,239,000)	$ (20,627,000)
Amounts recognized in the consolidated balance sheets consist of		
Noncurrent liabilities	$ (7,239,000)	$ (20,627,000)
Net amount recognized at year-end	$ (7,239,000)	$ (20,627,000)

The accumulated benefit obligation was $62,608,000 and $67,152,000 at December 31, 2013 and 2012, respectively. Net benefit expense for the years ended December 31 includes the following components:

	2013	2012
Components of net periodic benefit cost		
Service cost	$ 1,874,000	$ 1,665,000
Interest cost	2,651,000	2,658,000
Expected return on plan assets	(3,292,000)	(2,937,000)
Amortization of prior service cost	21,000	21,000
Recognized net actuarial loss	1,316,000	1,298,000
Curtailment loss	168,000	-
Total net periodic benefit cost	2,738,000	2,705,000
Changes in plan asset and benefit obligations recognized in unrestricted net assets		
Change in unamortized prior service cost	(168,000)	-
Net actuarial (gain) loss arising during the year	(12,742,000)	2,086,000
Amounts recognized as a component of net periodic benefit cost		
Amortization of prior service cost	(21,000)	(21,000)
Amortization of loss	(1,316,000)	(1,298,000)
Total recognized in unrestricted net assets	(14,247,000)	767,000
Total recognized in net periodic benefit cost and unrestricted net assets	$ (11,509,000)	$ 3,472,000
Estimated amounts that will be amortized from unrestricted net assets over the next fiscal year		
Unrecognized prior service cost	$ (21,000)	$ (21,000)
Unrecognized loss	(1,316,000)	(1,321,000)
	$ (1,337,000)	$ (1,342,000)

The change in unamortized prior service costs for the period ended December 31, 2013 is the result of accelerated recognition of the remaining prior service cost as a result of the curtailment during 2013.

Additional information and assumptions are as follows:

	2013	2012
Assumptions		
Weighted-average assumptions used to determine benefit obligations at December 31		
Discount rate	4.7 %	3.8 %
Rate of compensation increase	3.0 %	3.0 %
Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31		
Discount rate	3.8 %	4.3 %
Expected long-term rate of return on plan assets	6.8 %	7.0 %
Rate of compensation increase	3.0 %	4.0 %

The expected long-term rate of return on Plan assets was selected by the Company based on investment return modeling which incorporates historical returns and future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio.

The Company's pension plan asset allocations at December 31, by asset category, are as follows:

	2013	2012
Plan assets		
Asset category		
Equity securities	41.0 %	34.0 %
Debt securities (fixed income)	27.0	35.0
Fund of funds	32.0	31.0
	100.0 %	100.0 %

The primary investment objective is to provide capital appreciation of the investment portfolio over long periods of time. The portfolio is perpetual in nature and is invested to withstand the loss of purchasing power from inflation.

The current investment policy established targets and ranges for equity allocation (with a target of 30% and a range of 20% to 40%), fixed income allocation (with a target of 40% and a range of 30% to 50%) and other investment allocation (with a target of 30% and a range of 20% to 40%). Inappropriate investments include options, futures and unregistered securities, and short sales or the use of margin. All investments are valued at the closing price reported on the active market on which the mutual funds are traded. All the Plan assets are considered Level 1 in the fair value hierarchy.

The table below presents the pension plan assets at the fair value on a recurring basis at December 31, 2013 and 2012, respectively, categorized by inputs used in the valuation of each investment.

	2013	2012
Assets at fair value		
Mutual funds		
Domestic fixed income	$ 14,994,000	$ 17,376,000
Domestic equity securities	15,584,000	11,188,000
International equity securities	7,326,000	5,986,000
Fund of funds	17,465,000	15,419,000
Total fair value of plan assets	$ 55,369,000	$ 49,969,000

The Company expects to contribute at least the ERISA minimum contribution of $900,000 to its pension plan in 2014.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service and compensation, as appropriate, are expected to be paid by the Company:

Fiscal Year Ending	Expected Benefits
2014	$ 2,001,000
2015	2,259,000
2016	2,560,000
2017	2,843,000
2018	3,036,000
2019 and thereafter	19,219,000

11. Supplemental Executive Retirement Plan

The Company provides supplemental executive retirement plan (“SERP”) benefits to certain executives. The SERP provides benefits which are not subject to regulatory controls requiring funding of the obligation, and consequently, the benefits are payable out of general corporate assets. The projected SERP benefit obligation assuming a 4.50% (3.60% – 2012) discount rate and a 3% (3% – 2012) annual compensation increase, is $732,000 at December 31, 2013 ($874,000 at December 31, 2012). Effective January 1, 2002, the Company’s defined benefit pension plan, as described in Note 10, was amended to provide supplemental retirement benefits to certain plan participants, which participants are also participants in the SERP. As these plan participants near retirement age, their SERP benefits will be replaced by the supplemental retirement benefits provided under the Plan.

The following amounts are recognized, using a measurement date of December 31, in the Company’s consolidated financial statements at December 31:

	2013	2012
Benefit cost charged for the year	$ 7,000	$ (1,594,000)
Accrued benefit cost recognized in the consolidated balance sheets	$ 732,000	$ 874,000

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service and compensation, as appropriate, are expected to be paid by the Company:

	Expected Benefits
Fiscal Year Ending	
2014	$ 59,000
2015	59,000
2016	58,000
2017	57,000
2018	56,000
2019 and thereafter	263,000

12. Commitments and Contingencies

Future minimum rental payments required under operating leases and capital leases related to equipment as of December 31, 2013 are as follows:

	Operating	Capital
Year Ending December 31,		
2014	$ 1,086,000	$ 354,000
2015	936,000	299,000
2016	927,000	299,000
2017	619,000	299,000
2018	637,000	174,000
Thereafter	266,000	
	$ 4,471,000	1,425,000
Less: Amounts representing interest		(156,000)
Net present value		$ 1,269,000

Building rental expense totaled $1,078,000 and $1,055,000 for the years ended December 31, 2013 and 2012, respectively.

The Company entered into a sales-leaseback arrangement for one of its health centers. The agreement is a three year nonrenewable lease with escalating rent from $1.25 to $3.00 per square foot. The Company has the right to terminate the lease, without penalty, upon ninety days written notice. The selling price was $6,000,000 million and a gain of $5,300,000 million was recognized in Gain on land, buildings and other assets on the consolidated statements of operations and changes in net assets.

The Company has been named in several claims which arise out of matters incidental to the conduct of its operations. The Company's management is of the opinion that adequate insurance coverage exists for any likely settlements and that the claims will not result in any loss, which would materially affect the financial position or results of operations of the Company.

13. Endowments

The Company's thirteen endowments are donor-restricted and established for a variety of purposes. As required by GAAP, net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

The Company classifies as permanently restricted net assets (a) the portion of the gift explicitly stipulated to be retained permanently in the subject gift instrument, or (b) in the absence of such stipulation, the fair value of the endowment gift as of the gift date. Unless otherwise explicitly stipulated in the gift instrument, no portion of any investment income or realized net gains/losses generated on the original gift amount shall be classified as permanently restricted. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are authorized for expenditure. These amounts would include interest, dividends and net realized gains. Net unrealized losses on permanently restricted endowment funds are classified as a reduction to unrestricted net assets until such time as the fair value of the fund equals or exceeds historic value. There were no underwater endowments at December 31, 2013 and 2012.

Changes in endowment net assets for the year ended December 31, 2013 and 2012, respectively, had the following activity:

	2013			
	Unrestricted	**Temporarily Restricted**	**Permanently Restricted**	**Total**
Endowment net assets at beginning of year	$ -	$ 33,000	$ 17,180,000	$ 17,213,000
Investment return				
Investment income	376,000	60,000	-	436,000
Net appreciation (realized)	75,000	14,000	30,000	119,000
Total Investment return	451,000	74,000	30,000	555,000
Contributions to endowments	-	-	31,000	31,000
Appropriation of endowment for expenditure	(451,000)	(29,000)	-	(480,000)
Endowment net assets at end of year	$ -	$ 78,000	$ 17,241,000	$ 17,319,000

	2012			
	Unrestricted	**Temporarily Restricted**	**Permanently Restricted**	**Total**
Endowment net assets at beginning of year	$ -	$ 87,000	$ 14,943,000	$ 15,030,000
Investment return				
Investment income	673,000	11,000	-	684,000
Net appreciation (realized)	279,000	-	109,000	388,000
Total Investment return	952,000	11,000	109,000	1,072,000
Contributions to endowments	-	-	2,128,000	2,128,000
Appropriation of endowment for expenditure	(952,000)	(65,000)	-	(1,017,000)
Endowment net assets at end of year	$ -	$ 33,000	$ 17,180,000	$ 17,213,000

The Company has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowments. Endowment assets include those assets of donor-restricted funds that the Company must hold in perpetuity or for donor-specified period (s). Under the investment policy, as approved by the Board, the endowment assets are invested in fixed income securities that are intended to produce results that exceed the results of the Merrill Lynch Domestic Master Bond Index. The endowment funds, over time, provide an average rate of return of approximately six percent annually. Actual returns in any given year may vary from this amount. To satisfy its long-term rate-of-return objectives, the Company relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized) and current yield (the interest, realized capital appreciation related to the gains and dividends).

The Company's Board has established a spending policy whereby expenditures shall not exceed seven percent of the endowment fund's fair market value in any year.

14. Fair Value Measurements

The authoritative guidance on Fair Value Measurement defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (referred to as an "exit price"). The assets reported at fair value by the Company on a recurring basis are discussed below and include investments, assets held under split-interest agreements and interest rate swap obligation. At December 31, 2013 and 2012, the Company's financial instruments include cash, cash equivalents, accounts receivable, accounts payable, and other liabilities. The fair values of these financial instruments approximate their carrying values due to their short-term maturities.

The tables below present the assets measured at fair value on a recurring basis at December 31, 2013, and 2012, respectively, categorized by the level of inputs used in the valuation.

	2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Assets at Fair Value				
Investments				
Money market funds	$ 3,842,000	$ -	$ -	$ 3,842,000
Mutual funds				
Domestic fixed income	43,772,000	-	-	43,772,000
International fixed income	3,810,000	-	-	3,810,000
Domestic equity	30,000	-	-	30,000
International equity	1,295,000	-	-	1,295,000
Domestic equity securities	1,721,000	-	-	1,721,000
U.S. government notes	61,000	-	-	61,000
Fund of funds	-	8,250,000	1,962,000	10,212,000
Total of investments	54,531,000	8,250,000	1,962,000	64,743,000
Assets held under split-interest agreements				
Money market funds	109,000	-	-	109,000
Mutual funds				
Domestic fixed income	36,000	-	-	36,000
International fixed income	21,000	-	-	21,000
Domestic equity	152,000	-	-	152,000
International equity	93,000	-	-	93,000
Other	94,000	-	-	94,000
Domestic equity securities	11,000	-	-	11,000
International equity securities	41,000	-	-	41,000
U.S. government notes	420,000	-	-	420,000
Total of assets held under split-interest agreements	977,000	-	-	977,000
Total assets at fair value	$ 55,508,000	$ 8,250,000	$ 1,962,000	$ 65,720,000
Liabilities at Fair Value				
Interest rate swap obligation	$ -	$ 3,119,000	$ -	$ 3,119,000
Total liabilities at fair value	$ -	$ 3,119,000	$ -	$ 3,119,000

	2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets at Fair Value				
Investments				
Money market funds	$ 5,533,000	$ -	$ -	$ 5,533,000
Mutual funds				
Domestic fixed income	49,996,000	-	-	49,996,000
International fixed income	4,379,000	-	-	4,379,000
Domestic equity	1,894,000	-	-	1,894,000
International equity	1,135,000	-	-	1,135,000
Domestic equity securities	1,341,000	-	-	1,341,000
U.S. government notes	564,000	-	-	564,000
Fund of funds	-	8,574,000	2,111,000	10,685,000
Total of investments	64,842,000	8,574,000	2,111,000	75,527,000
Assets held under split-interest agreements				
Money market funds	87,000	-	-	87,000
Mutual funds				
Domestic fixed income	120,000	-	-	120,000
International fixed income	95,000	-	-	95,000
Domestic equity	93,000	-	-	93,000
International equity	17,000	-	-	17,000
Other	88,000	-	-	88,000
U.S. government notes	554,000	-	-	554,000
Total of assets held under split-interest agreements	1,054,000	-	-	1,054,000
Total assets at fair value	$ 65,896,000	$ 8,574,000	$ 2,111,000	$ 76,581,000
Liabilities at Fair Value				
Interest rate swap obligation	$ -	$ 4,900,000	$ -	$ 4,900,000
Total liabilities at fair value	$ -	$ 4,900,000	$ -	$ 4,900,000

The following table is a rollforward of the assets and liabilities classified by the Company within Level 3 of the fair value hierarchy defined above:

	2013	2012
Balances at January 1	$ 2,111,000	$ 2,731,000
Realized gains on investments	112,000	259,000
Change in net unrealized losses on investments	(59,000)	(94,000)
Purchases	94,000	-
Sales	(296,000)	(785,000)
Balances at December 31	$ 1,962,000	$ 2,111,000

The realized gains on investments and the change in net unrealized losses on investments in the table above are included in the excess of expenses, gains and other support over revenues and other changes in net assets on the consolidated statement of operations and changes in net assets, respectively.

15. Subsequent Events

The Company has evaluated events through May 6, 2013, which represents the date these consolidated financial statements were issued. As of May 6, 2013, there were no subsequent events which require recognition or disclosure in the consolidated financial statements.

On February 26, 2014, the Company entered into a letter of intent with UCLA Health System (UCLA) to bring MPTF's outpatient health centers and other outpatient ancillary services under the UCLA umbrella. Under the arrangement, the UCLA Health System will lease certain of the Company's health center sites, and primary care physicians at the clinics will join UCLA. The outpatient health system will be co-branded by MPTF and the UCLA Health System, and an advisory panel with equal representation from both organizations will provide advice and guidance.

The Company and UCLA expect to complete a definitive agreement in late spring 2014. Any final agreement will be subject to approval by the Company's Board of Directors. The impact of this transaction has not been recorded in the consolidated financial statements as of December 31, 2013.